

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached



DEAN HELLER  
Secretary of State

101 North Carson Street, Suite 3  
Carson City, Nevada 89701-4788  
(775) 684 5708

**Articles of  
Incorporation**  
(PURSUANT TO NRS 78)

Office Use Only:

FILED # C17462-cc

JUN 23 2000

IN THE OFFICE OF

Dean Heller

DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

<b>1. Name of Corporation:</b>	LONG DISTANCE BILLING SERVICES, INC.			
<b>2. Resident Agent Name and Street Address:</b> <small>(Must be a Nevada address where process may be served)</small>	NATIONAL CORPORATE RESEARCH, LTD.			
	Name			
	202 South Minnesota Street	Carson City	NEVADA	89703
	Street Address	City	State	Zip Code
<b>3. Shares:</b> <small>(Number of shares Corporation authorized to issue)</small>	Number of shares with par value: _____ Par value: _____ Number of shares without par value: 100			
<b>4. Names, Addresses, Number of Board of Directors/Trustees:</b>	The First Board of Directors/Trustees shall consist of 4 members whose names and addresses are as follows:			
	1. James Palmer			
	Name			
	436 Lynchburg Avenue	Brookneal	VA	24528
	Street Address	City	State	Zip Code
	2. Danny Dunnaway			
	Name			
	436 Lynchburg Avenue	Brookneal	VA	24528
	Street Address	City	State	Zip Code
	3. Parrie Rogers			
	Name			
	436 Lynchburg Avenue	Brookneal	VA	24528
	Street Address	City	State	Zip Code
	4. Peter Maggi			
	Name			
	436 Lynchburg Avenue	Brookneal	VA	24528
	Street Address	City	State	Zip Code
<b>5. Purpose:</b> <small>(See instructions)</small>	The purpose of this Corporation shall be:			
<b>6. Other Matters:</b> <small>(See instructions)</small>	Number of additional pages attached: _____			
<b>7. Names, Addresses and Signatures of Incorporators:</b> <small>(Attach additional pages if there are more than 2 incorporators)</small>	Ann Marie Cummins Name c/o National Corporate Research, Signature 225 W 34th St. Ltd. New York NY 10122 Address City State Zip Code			
	Susan Buscarnera Name c/o National Corporate Research, Signature 225 W 34th St. Ltd. New York NY 10122 Address City State Zip Code			
<b>8. Certificate of Acceptance of Appointment of Resident Agent:</b>	I, NATIONAL CORPORATE RESEARCH, LTD. hereby accept appointment as Resident Agent for the above named corporation. Signature of Resident Agent John L. Morrissey Date June 23, 2000 Assistant Vice President			

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form CORPARI090.01  
Revised on: 03/02/00

# State of Illinois

## Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
LONG DISTANCE BILLING SERVICES, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 8TH  
day of DECEMBER A.D. 2000 and of  
the Independence of the United States the two  
hundred and 25TH



*Jesse White*

Secretary of State

Form **BCA-13.15**  
(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

DEC - 6 2000

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 12/8/00

License Fee \$

Franchise Tax \$

Filing Fee \$

Penalties \$

Approved: [Signature]

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Long Distance Billing Services, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Nevada

(b) Date of Incorporation: June 23, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 436 Lynchburg Avenue  
Brookneal VA 24528

(b) Address of principal office in Illinois:  
None (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Ste. 805

Number

Street

Suite #

Springfield

62701

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
Nevada

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President <u>See Attached</u>				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

**Provide Telecommunication Services**

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common		no par value	100	100

9. Paid-in Capital: \$ 250,000  
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

**436 Lynchburg Ave., Brookneal, VA 24528**

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:  
(b) Number of shares of all classes owned by residents of Illinois: 0  
(c) Number of shares of all classes owned by non-residents of Illinois: 10,000  
(d) Is the corporation transacting business in this state at this time? No  
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 28, 2000 Long Distance Billing Services, Inc.  
(Exact Name of Corporation)

attested by Mandy Boggs by Patric Boggs  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

**Mandy Boggs** **Asst. Secretary**  
(Type or Print Name and Title)

**Patric Boggs** **President**  
(Type or Print Name and Title)

- \* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- \*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**LIST OF OFFICERS AND DIRECTORS FOR  
LONG DISTANCE BILLING SERVICES, INC.**

**OFFICERS**

**RESIDENTIAL ADDRESSES:**

Patric Boggs, President  
Peter G. Maggi, Secretary/Treasurer  
Mandy Boggs, Assistant Secretary

203 Charlotte Street, Brookneal, VA 24528  
144-30 Sanford Ave., Apt. 3R, Flushing, NY 11355  
203 Charlotte Street, Brookneal, VA 24528

**DIRECTORS**

James Palmer  
Danny Dunnaway  
Patric Boggs  
Peter Maggi

407 Briarwood Drive, Ste 206 A, Jackson, MS 39206  
405 Highway 550 NW, Brookhaven, MS 39601  
203 Charlotte Street, Brookneal, VA 24528  
144-30 Sanford Ave., Apt. 3R, Flushing, NY 11355

All above listed Officers & Directors can be reached at the following principal office:

436 Lynchburg Avenue, Brookneal, VA 24528.